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MCDONALD, FLEMING, MOORHEAD, FERGUSON, GREEN & SMITH, LLP

ATTORNEYS AT LAW

MICHAEL L. FERGUSON
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E-MAIL:
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ALSO ADMITTED, DISTRICT OF COLUMBIA

February 18, 2000

Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Re: Tallahassee Thunder Football Club, Inc.

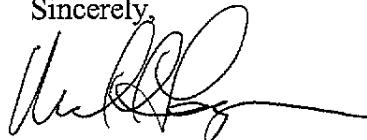
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*****35.00 *****35.00

Dear Madam or Sir:

Enclosed for filing is the Statement of Change of Registered Office or Registered Agent or Both for Corporations for the above-referenced corporation. Also enclosed is my firm check for \$35.00.

Please file this Statement and provide me with confirmation of the change. If you have any questions regarding this matter, please feel free to call me.

Sincerely,



Michael L. Ferguson

MLF/sew

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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PHONE: (850) 477-0660 4300 BAYOU BOULEVARD, SUITE 13, PENSACOLA, FLORIDA 32503 FAX: (850) 477-4510

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STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: Tallahassee Thunder Football Club, Inc.
2. The mailing address of the corporation is: 505 West Pensacola Street, Suite B
Tallahassee, Florida 32301
3. Date of incorporation/qualification: 2/17/97 Document number: P97000016573
4. The name and address of the current registered agent and office:

Michael L. Ferguson

505 West Pensacola Street, Suite B

Tallahassee, FL 32301

5. The name and address of the new registered agent and office: (P. O. Box Not Acceptable)

Michael L. Ferguson

4300 Bayou Boulevard, Suite 13

Pensacola, FL 32503

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

David G. Elmore
(Signature of an officer, chairman or vice chairman of the board)

2/18/00
(Date)

David G. Elmore, Chairman/Treasurer
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Michael L. Ferguson
(Signature of Registered Agent)

2/18/00
(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)

***** FILING FEE: \$35.00 *****

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA